



**NOTICE OF ANNUAL GENERAL MEETING
MANAGEMENT PROXY CIRCULAR**

FOR THE

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD

**TUESDAY, SEPTEMBER 29, 2020
10:00 A.M. (PACIFIC)
SUITE 1305, 1090 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA, CANADA**

COVID-19

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate the potential risks to the health and safety associated with COVID-19, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather than attend the meeting in person. **Shareholders wishing to attend the Meeting in person must call the Company at 1.604.685.9316 at least 48 hours prior to the date of the Meeting for further instructions.**

ROCKSHIELD CAPITAL CORP.

#1305 - 1090 West Georgia Street
Vancouver, BC, V6E 3V7

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders (the “**Meeting**”) of Rockshield Capital Corp. (the “**Company**”) will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia on Tuesday, September 29, 2020 at 10:00 a.m. (Pacific time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended November 30, 2019, together with the report of the auditors thereon, and related management discussion and analysis;
2. To set the number of directors of the Company for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year; and
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company at a remuneration to be set by the directors.

Accompanying this Notice of Meeting is a Management Information Circular, together with a Form of Proxy and a Request Form for Annual and Interim Financial Statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice of Meeting.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or delivered to the Chairman of the Meeting on the day of but prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

COVID-19 GUIDANCE: In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate the potential risks to the health and safety associated with COVID-19, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather than attend the meeting in person.

DATED at Vancouver, British Columbia, this 20th day of August, 2020.

BY ORDER OF THE BOARD

"David Doherty"

David Doherty,
President & CEO